Availability of the Prospectus relating to the reserved capital increases in favor of Bpifrance Participations, CEA Investissement and National Silicon Industry Group

Bernin, France, March 22, 2016 – Soitec (Euronext Paris), a world leader in manufacturing revolutionary semiconductor materials, announces the availability as of last night of a prospectus approved by the French stock market authority (*Autorité des marchés financiers*, the "**AMF**") relating to:

– admission to trading on the regulated market of Euronext Paris (compartment B) of 31,630,163 newly issued shares at a price per share of EUR 0.55 in respect of a capital increase with no preferential subscription rights reserved to Bpifrance Participations, for a total of EUR 17,396,589.65 (including the issue premium);

– admission to trading on the regulated market of Euronext Paris (compartment B) of 53,701,944 newly issued shares at a price per share of EUR 0.55 euros in respect of a capital increase with no preferential subscription rights reserved to CEA Investissement, for a total of EUR 29,536,069.20 (including the issue premium) and, where applicable, a number of supplementary shares representing up to 0.5% of the capital after completion of the Rights Issue (as such term is defined hereinafter); and

– admission to trading on the regulated market of Euronext Paris (compartment B) of 53,701,944 newly issued shares at a price per share of EUR 0.55 in respect of a capital increase with no preferential subscription rights reserved to National Silicon Industry Group or one of its affiliates, for a total of EUR 29,536,069.20 (including the issue premium).

The completion of the proposed capital increases is subject to (i) a favorable vote by the Combined General Meeting convened for April 11, 2016 on resolutions 1 to 12 respectively relating to the appointment of the directors representing the investors and of three female independent directors, the approval of the recapitalisation as a whole, the delegations of authority to perform the reserved capital increases in favor of Bpifrance Participations, CEA Investissement, and NSIG (or one of its wholly-owned subsidiaries) as well as the rights issue, the amendment of the by-laws, and (ii) the obtaining by NSIG of the regulatory approvals in China. Failing that, the planned capital increases will not be completed. NSIG has committed to do its best efforts to obtain the regulatory approvals in China as soon as possible before the Combined General Meeting convened for April 11, 2016 (it being specified that the authorizations requests have already been filed).

Under Articles L. 412-1 and L. 621-8 of the French Financial and Monetary Code (*Code monétaire et financier*) and the AMF's General Regulation (*Règlement Géneral de l'AMF*), in particular Articles 211-1 to 216-1, the AMF has affixed visa no. 16-085 on March 18, 2016 to the prospectus.

The prospectus (the "**Prospectus**") approved by the AMF consists of:

– the Registration Document of Soitec (the **"Company"**), filed with the AMF on June 10, 2015 under number D.15-0587 (the **"Registration Document"**);

– the update to the Registration Document, filed with the AMF on March 7, 2016 under number D.15-0587-A01 (the **"Update"**);

– the offering memorandum (the **"Offering Memorandum"**); and

– the Prospectus summary (included in the Offering Memorandum) (the **"Prospectus Summary"**).

Soitec wishes to draw the public's attention to the risk factors described in Chapter 4 of the Registration Document, Chapter 4 of the Update as well as in section 2 of the Offering Memorandum. Indeed, the occurrence of said risks, of some of them, or of other risks that have not yet been identified as of this date or that are considered insignificant by the group, may have a material adverse impact on the group's business, results, financial situation or turnover. In particular, in the event that the conditions precedent should not be fulfilled (see details on page 1), Soitec's recapitalization will not be completed and the Company's ability to continue as a going concern may be compromised.

Soitec also wishes to draw the public's attention to the forecasts and objectives relating to the 2015-2016 financial year as well as the trends and forecasts (and the underlying assumptions) for the Electronics segment relating to the 2016-2017 financial years and beyond appearing in sections 12 and 13 of the Update as well as in sections B.4.a and B.9 of the Prospectus Summary, and which are set out in full below (pages 23 and 24).

Copies of the Prospectus are available free of charge at the registered office of the Company, Parc Technologique des Fontaines, Chemin des Franques, 38190 Bernin, on its website (www.soitec.com) and on the AMF website (www.amf-france.org).

Important Notice

The press release contains information regarding the objectives of Soitec and of the companies within its scope of consolidation (the "**Group**") and prospective statements regarding in particular its present or future projects. This information is sometimes identified by the use of the future or conditional and prospective terms such as "believe", "expect", "may", "reckon", "consider", "aim", "intend", "wish", "envisage", "anticipate", "should" or, where applicable, the negative form of these terms, or any other variation or similar terminology. This information is not historic data and should not be interpreted as guarantees that the given facts and data will occur. This information is likely to be affected by known and unknown risks, and to evolve or be amended because of uncertainties and other factors related in particular to the economic, financial, competitive and regulatory environment which could have the effect that the future results, performances and profits of the Group are significantly different from the objective expressed or suggested. The information in this press release is information as at the date of this press release. Except for any applicable legal or regulatory obligation, the Group makes no undertaking to publish updates to the prospective information contained in this press release in order to reflect any change affecting the objectives or events, conditions or circumstances on which the prospective information contained in this press release is based, noting that none of this prospective information constitutes a guarantee of the actual results.

This press release contains information on the markets of the Group and its competitive positions, including information relating to the size of its markets. Unless otherwise stated, this information is estimates of the Group and is provided for information purposes only. The estimates of the Group are based on information obtained from clients, suppliers, professional organizations and other stakeholders in the markets in which the Group operates. Although the Group considers that these estimates are appropriate as of the date of this press release, it cannot guarantee the completeness or accuracy of the data on which these estimates are based, or that its competitors have the same definition of the markets in which they operate.

This press release and the information contained herein do not constitute either an offer to sell or purchase or the solicitation of an offer to sell or purchase securities of Soitec.

No communication or information relating to the contemplated capital increases may be distributed to the public in any jurisdiction in which registration or approval is required. No action has been (or will be) undertaken in any jurisdiction outside of France where such steps would be required. The subscription for or purchase of securities of Soitec may be subject to legal or statutory restrictions in certain jurisdictions. Soitec assumes no responsibility for any violation of such restrictions by any person. The distribution of this press release in certain jurisdictions may be restricted by law.

European Economic Area

This press release is an advertisement and does not constitute a prospectus within the meaning of Directive 2003/71/EC as amended to the extent that such amendments have been implemented in the Member States of the European Economic Area (the "Prospectus Directive") and should not be relied upon in connection with any offer or commitment whatsoever in any jurisdiction.

With respect to each Member State of the European Economic Area other than France which has implemented the Prospectus Directive (the "Member State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring a publication of a prospectus in any Member State. As a result, the securities of Soitec may only be offered in the Member States (i) to qualified investors, as defined by the Prospectus Directive; or (ii) in any other circumstances, not requiring Soitec to publish a prospectus as provided under Article 3(2) of the Prospectus Directive.

For the purposes of this paragraph, "securities offered to the public" in a given Member State, means, any communication in any form and by any means, of sufficient information about the terms and conditions of the offer and the securities, so as to enable an investor to decide to buy or subscribe for the securities, as the same may be varied in that Member State.

This selling restriction applies in addition to any other selling restrictions which may be applicable in the Member States who have implemented the Prospectus Directive.

United Kingdom

The distribution of this press release is directed only at (i) persons outside the United Kingdom, subject to applicable laws, or (ii) persons having professional experience in matters relating to investments who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended (the "Order") or (iii) high net worth bodies corporate, unincorporated associations and partnerships and trustees of high value trusts as described in Article 49(2) (a) to (d) of the Order (all such persons together being referred to as “relevant persons”). The rights issue is only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such rights will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on, this press release or any information contained herein.

United States

This press release does not constitute an offer or invitation to sell or purchase, or any solicitation of any offer to purchase or subscribe for, any securities of Soitec in the United States of America. Securities may not be offered, subscribed or sold in the United States of America absent registration under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements thereof. The securities of Soitec have not been and will not be registered under the U.S. Securities Act and Soitec does not intend to make a public offer of its securities in the United States of America.

These materials may not be distributed in the United States, Canada, Australia or Japan.
These materials are not an offer for purchase or sale of securities in the United States or in any other jurisdiction in which it would be unlawful to do so. Please see the important notice on p. 2 and 3 of this press release.

About Soitec

Soitec (Euronext, Paris) is a world leader in manufacturing innovative semiconductor materials. The company uses its unique technologies to serve the electronics and energy markets. With 3,600 patents worldwide, Soitec's strategy is based on disruptive innovation to respond to its customers' needs for high performance, energy efficiency and cost competitiveness. Soitec has manufacturing facilities, R&D centers and offices in Europe, US and Asia. For more information, please visit www.soitec.com..

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NOTICE

In this press release:

– the term "**New Shares**" refers to all of the 139,034,051 new ordinary shares of the same class as the existing shares of the Company, to be issued at a unit price of EUR 0.55 in respect of the Reserved Capital Increases in favor of Bpifrance Participations, CEA Investissement and NSIG;

– the term "**Mixed General Meeting**" refers to the ordinary and extraordinary general meeting of shareholders of the Company convened on April 11, 2016 to vote in particular on (i) the Reserved Capital Increases, (ii) the Rights Issue, (iii) the appointment of new directors, (iv) the adoption of a profit-sharing plan of the management and (v) the amendment of the Company's by-laws;

– the term "**Rights Issue**" refers to the rights issue of the Company of between EUR 53.5 million and 103.5 million (including the issue premium), subject to the Mixed General Meeting, the final amount of which will be determined by the financing needs of the Company on completion of the possible buy-back of 2018 OCEANEs by the Company. Bpifrance Participations and CEA Investissement will be able to subscribe to the Rights Issue by offsetting receivables;

– the term "**Reserved Capital Increases**" refers to all of the capital increases of the Company of a total cumulative amount, including the issue premium, of EUR 76,468,728.05, resulting from the issue of New Shares with no Preferential Subscription Rights in favor of Bpifrance Participations, CEA Investissement and NSIG and subject to the approval of the Mixed General Meeting;

– the term "**Bpifrance Participations**" refers to Bpifrance Participations, a *société anonyme* having its registered office at 27-31 Avenue du Général Leclerc, 94710 Maisons Alfort, registered on the Créteil Trade and Companies Register under number R.C.S. 509 584 074;

– the term "**CEA Investissement**" refers to CEA Investissement, a *société anonyme* having its registered office at 25 rue Leblanc, 75015 Paris, registered on the Paris Trade and Companies Register under number R.C.S. 423 426 899;

– the term "**Subscription Agreement**" refers to the subscription agreement entered into between the Company and the Investors on March 7, 2016;

– the term "**Investors**" refers to Bpifrance Participations, CEA Investissement and NSIG in their capacity as beneficiaries of the Reserved Capital Increases;

– the term "**NSIG**" refers to National Silicon Industry Group, a company incorporated under the laws of the People's Republic of China having its registered office at building no. 3, NO. 755 Xingbang Rd, Shanghai, People's Republic of China, or one or its subsidiaries in Europe of which it holds 100% of the share capital and voting rights, either directly or indirectly, and that would be substituted in accordance with the terms of the Subscription Agreement.

PROSPECTUS SUMMARY

Visa No. 16-085 on March 18, 2016 of the AMF

The Prospectus Summary is made up of a series of key elements referred to as "**Elements**" which are presented in five sections A to E and numbered from A.1 to E.7.

This Prospectus Summary contains all of the Elements required to be included in the prospectus summary for this type of securities and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements of this summary.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be provided regarding the Element. In such case, a short description of the Element is included in the summary with the mention "*not applicable*".

The information in the Offering Memorandum reinstates, on all significant points and where necessary, equal access between the various shareholders and investors to information relating to the Group.

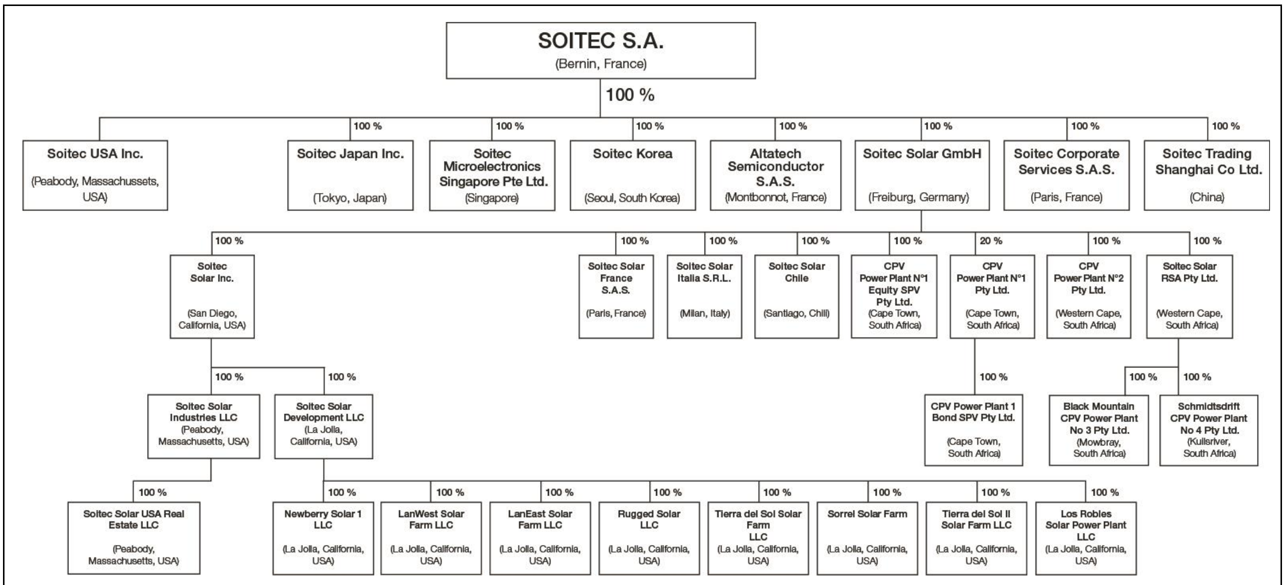
Section A - Introduction and warnings		
A.1	**Warning**	This Prospectus Summary should be read as an introduction to the Prospectus. Any decision to invest in the securities which are offered to the public or for which the admission to trading on a regulated market is requested should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor may, in accordance with the national legislation of the Member States of the European Union or the countries who are parties to the agreement on the European Economic Area, have to bear the costs of translating the Prospectus before legal proceedings are initiated. The persons having presented this Prospectus Summary, including, if applicable, its translation, assume civil liability only if the content of the Prospectus Summary is misleading, inaccurate or inconsistent when read together with the other parts of the prospectus or if it does not provide, when read together with the other parts of the prospectus, the key information in order to assist investors when considering whether to invest in these securities.
A.2	**Consent by the issuer for the use of the Prospectus**	Not applicable.

Section B - Issuer		
B.1	**Legal and commercial name**	Soitec (the "**Company**" and with all its subsidiaries the "**Group**").
B.2	**Registered office**	Parc Technologique des Fontaines – Chemin des Franques, 38190 Bernin.
	Legal form	*Société anonyme* with a board of directors.
	Applicable law	French law.
	Country of incorporation	France.
B.3	**Nature of operations and main activities**	The Company is an international industrial corporation whose core business is the generation and production of advanced semiconductor materials. Its products, substrates for integrated circuits (particularly based on SOI – *Silicium*

		On Insulator), its Smart Cut™, Smart Stacking™ and Concentrix™ technologies as well as its expertise in epitaxy make it a global leader. The Company addresses performance and energy efficiency challenges for a wide range of applications intended for the IT, telecommunications, automotive electronics and lighting market. Today, Soitec has industrial facilities and Research and Development (R&D) centers in France and Singapore. After the discontinuation in the United States of important solar power plant projects that would have used the concentrated photovoltaic modules produced by Soitec, the Board of Directors of the Company unanimously decided in January 2015 to implement and support a strategic plan aiming to refocus its activities on its core Electronics business segment, thereby marking the Group's withdrawal from the Solar Energy business segment. Therefore, the Company reorganized its activities around two divisions: "Digital" (digital applications) and "Communications and Power" (communications and power electronics applications) for the electronic activities. In parallel, the Group had discussions with its main partners as regards a conciliation procedure. A conciliation protocol was ratified by the Commercial Court (*Tribunal de commerce*) of Grenoble on May 5, 2015. The protocol allows the postponement of debts and the raising of cash for an amount of over EUR 105 million. Its main elements include a repayment postponement of bank credit facilities, for a total amout of EUR 37 million, to the end of 2019; new loans granted by CEA Investissement, Shin Etsu Handotai and Bpifrance Participations for a total of EUR 48 million; moratoriums on trade receivables held by Shin Etsu Handotai and by the *Commissariat à l'Énergie Atomique* (the French atomic energy agency) for a total of EUR 14 million; a moratorium on tax and corporate debts of EUR 7 million.
B.4a	**Most significant recent trends affecting the issuer and its business sectors**	<u>Activity during the 3rd quarter of FY2015-2016</u>[1] During the first nine months of FY2015-2016, consolidated revenues amounted to EUR 171.7 million, an increase of 49% (+27% at constant exchange rates), compared to EUR 115.4 million for the first nine months of FY2014-2015. The revenues for the Electronics business for the 3rd quarter of FY2015-2016 is in line with the management's objective. As for the expected revenues for the Electronics business during the 4th quarter of FY2015-2016, the Group foresees a sequential growth of revenues for the Electronics business in excess of 10% compared to the third quarter (at constant exchange rates). The other businesses (Lighting and Equipment) have recorded a 20% growth in revenues during the 3rd quarter of the FY2015-2016. The sales of the Solar Energy business, reported as "abandoned activities", amount to almost EUR 12 million during the 3rd quarter of FY2015-2016. As of December 31, 2015, the cash balance of the Company amounts to EUR 52 million, compared to EUR 71 million as of September 30, 2015. This development is in line with the Company's expectations. <u>Agreement regarding the recapitalization of the Company</u> On March 7, 2016, the Company entered into a subscription agreement with NSIG, Bpifrance Participations and CEA Investissement (together, the "**Investors**") relating to the planned capital increases (the "**Subscription Agreement**") that the Investors undertook to subscribe to, under certain conditions. The reserved capital increases in favor of Bpifrance Participations,

[1] Unaudited data published in the press release entitled "*Soitec reports Electronics sales for the third quarter of FY'16 up 6% at constant exchange rates on a sequential basis, in line with its expectations*" available on the Company's website (http://www.soitec.com/en/news/press-releases/article-1818/).

		CEA Investissement and NSIG (the "**Reserved Capital Increases**") would allow the Company to raise almost EUR 76.5 million (including the issue premium) and the subsequent rights issue (the "**Rights Issue**") would allow the Company to raise between EUR 53.5 million and EUR 103.5 million (including the issue premium), with the final amount being set based on the financing needs of the Company on completion of the potential repurchase by the Company of all or part of the 2018 OCEANEs. It is expected that said raising of funds of a total amount of between EUR 130 million and EUR 180 million shall be completed as soon as possible following the Mixed General Meeting convened for April 11, 2016 (the "**Mixed General Meeting**") and in any case prior to the end of May 2016. The funds raised are intended to finance the industrial capacity investments for the production of FD-SOI (around EUR 40 million), to repay the borrowings with a maturity date in May 2016 (around EUR 50 million) and to strengthen Soitec's balance sheet (for an amount between EUR 40 million and EUR 90 million) in particular by means of possible buy-backs of 2018 OCEANEs. On March 7, 2016, the Company and the Investors entered into a shareholders' agreement setting out in particular the Company's governance following recapitalization (see detail in Element E.3 below). No technology transfer is forecast in these agreements. <u>Target as regards FY2015-2016</u> For FY 2015-2016, the Company targets a rising current operating income for the Electronics business in the second semester in comparison with the first semester of FY2015-2016. Aside from these targets, the Company published its forecasts relating to the Electronics business, which have been subject to a report by the Statutory Auditors which set out in Section 13 of the Update. <u>Targets and trends regarding for FY 2016-2017 and beyond</u> For FY2016-2017, for the Electronics business, the demand growth on products for radio-frequency applications (RF) and power should be robust and compensate the impact associated with the end of the lifecycle of PD-SOI products. If this is the case, the Company would target (at constant exchange rates) a single-digit revenue growth for the Electronics business from FY2015-2016 and an EBITDA margin of the Electronics business of the same order than in FY2015-2016. Also, in the longer run, Soitec intends to benefit from attractive perspectives associated with the adoption of FD-SOI on a large scale by the semiconductor industry, and targets to benefit from orders for the industrial production of 300mm FD-SOI wafers, it being understood that the Bernin II manufacturing site, which is currently underused, could, with investments estimated at approximately 40 million euros, produce more than 500,000 FD-SOI wafers annually (depending on the adoption of such technology). Furthermore, Soitec also targets to benefit from additional production capacity in 200mm wafers thanks to its subcontracting agreement with Simgui in China for production volumes that could reach approximately 150,000 wafers as soon as the end of FY-2017-2018, subject to the granting of clients qualifications that are currently ongoing. In case of the achievement of those targets, a significantly favourable impact on revenues and EBITDA margin at Group level could gradually be obtained starting in FY2017-2018.
B.5	**Group that the issuer belongs to**	The issuer is the parent company of the Group. The simplified organization chart of the Company is the following as of the date of the Offering Memorandum (with the % corresponding to % held of share capital:



B.6	Major shareholders

As of February 29, 2016, and based on the information brought to the attention of the Company, the distribution of the shareholding structure of the Company is as follows:

Shareholders	Number of shares	In %	Voting rights	In %
André-Jacques Auberton-Hervé	5 324 949	2.302%	10 411 802	4.080%
Auberton-Hervé Family	529 707	0.229%	1 059 414	0.415%
Auberton-Hervé Family Group	*5 854 656*	*2.531%*	*11 471 216*	*4.495%*
Bpifrance Participations	22 071 781	9.541%	34 199 133	13.402%
Caisse des Dépôts et Consignations	8 641 629	3.736%	8 641 629	3.387%
Shin-Etsu Handotaï	4 452 599	1.925%	4 452 599	1.745%
Public	190 192 068	82.219%	196 412 276	76.971%
Treasury shares	111 451	0.048%	-	-
TOTAL	**231 324 184**	**100%**	**255 176 853**	**100%**

Double voting rights are granted to all fully paid up shares which have been registered for at least two years in the name of the same shareholder.

On March 7, 2016, the Company entered into a Subscription Agreement with the Investors relating to the contemplated capital increases that the Investors undertook to subscribe to, under certain conditions (see the list of conditions precedent in Element E.3), and a shareholders agreement. It is specified that Bpifrance Participations, CEA Investissement and NSIG do not act in concert in respect of the Company.

Under the terms of the shareholders agreement, each of the three investors undertook, for the duration of the NSIG's standstill obligation, to ensure that its percentage in voting rights in the Company does not exceed its percentage of the share capital of the Company. Bpifrance Participations, which currently has double voting rights, will therefore ensure that it does not hold more than 14.5% of the voting rights at the time of the settlement-delivery of the Reserved Capital Increases.

Following the Reserved Capital Increases, each of the Investors shall hold 14.5% of the share capital of the Company, and the distribution of the shareholding structure of the Company would be as presented in the table below:

Shareholders	Number of shares	In %	Voting rights	In %
André-Jacques Auberton-Hervé	5 324 949	1.438%	10 411 802	2.725%
Auberton-Hervé Family	529 707	0.143%	1 059 414	0,277%
Auberton-Hervé Family Group	*5 854 656*	1.581%	*11 471 216*	3.002%
Bpifrance Participations	53 701 944	14.500%	53 701 944	14.055%
CEA Investissement	53 701 944	14.500%	53 701 944	14.055%
National Silicon Industry Group (or one of its affiliates)	53 701 944	14.500%	53 701 944	14.055%
Caisse des Dépôts et Consignations	8 641 629	2.333%	8 641 629	2.262%
Shin-Etsu Handotaï	4 452 599	1.202%	4 452 599	1.165%
Public	190 192 068	51.354%	196 412 276	51.406%
Treasury shares	111 451	0.030%	-	-
TOTAL	**370 358 235**	**100%**	**382 083 552**	**100%**

The three Investors each undertook, subject to certain conditions, to exercise all of their preferential subscription rights in connection with the Rights Issue, so that each of them will continue to hold 14.5% of the share capital of the Company following the completion of the Rights Issue. From the date of completion of the Rights Issue and until February 28, 2017, CEA Investissement may subscribe for a number of additional shares representing 0.5% of the share capital under the same conditions as the Reserved Capital Increases (the "Second Tranche Issuance" provided for by the 9th resolution put forward at the Mixed General Meeting) and therefore become the largest shareholder of the Group .

B.7 **Selected historical key financial information**

The tables below are extracted from the audited consolidated balance sheet and income statement of the Group for the financial years ended on March 31, 2013, 2014 and 2015, as well as for the six months ended on September 30, 2015, prepared in accordance with the International Financial Reporting Standards (IFRS), as adopted by the European Union. Readers should refer to the notes to the consolidated financial statements of the Group.

Annual data

Summary of the consolidated income statement

(in EUR million)	Year ended March 31		
	2015	2014	2013
Sales	222.9	247.1	262.9
Gross profit	(30.8)	(55.7)	(15.6)
Current operating income	(125.9)	(137.3)	(123.0)
Operating income	(277.3)	(219.6)	(197.0)
Net income (Group share)	**(259.2)**	**(236.7)**	**(209.5)**
Total net income per share on a diluted basis in Euros	(1.23)	(1.45)	(1.70)
Continuing operations	*(1.23)*	*(1.45)*	*(1.70)*
Abandoned activities	-	-	-

Divisional Analysis

(in EUR million)	Year ended March 31,		
	2015	2014	2013
Sales:			
Electronics	177.7	167.5	257.1

Solar Energy	43.2	79.0	5.8
Lighting	2.0	0.7	0.0
Corporate	-	-	-
Total Sales	**222.9**	**247.1**	**262.9**
Current operating income:			
Electronics	(3.0)	(26.4)	(13.5)
Solar Energy	(102.8)	(93.6)	(82.3)
Lighting	(10.2)	(5.8)	(12.0)
Corporate	(10.0)	(11.5)	(15.2)
Total current operating income	**(125.9)**	**(137.3)**	**(123.0)**

Summary of the Consolidated Balance Sheet

(in EUR million)	Year ended March 31,		
	2015	2014	2013
Assets:			
Cash and cash equivalents	22.9	44.7	130.1
Current assets	97.1	186.2	136.7
Assets held for sale	69.4	-	-
Non-Current Assets	204.1	353.8	452.4
Total assets	**393.5**	**584.8**	**719.2**
Shareholder equity and liabilities			
Accounts payable	153.7	107.3	131.6
Liabilities held for sale	16.9	-	-
Financial	173.0	256.9	196.7
Total consolidated equity	50.0	220.6	391.1
Total Shareholder equity and liabilities	**393.5**	**584.8**	**719.2**
Net financial position	**(150.1)**	**(212.2)**	**(66.5)**

Cash flow statement

(in EUR million)	Year ended March 31,		
	2015	2014	2013
Cash flow generated by business activities	(0.1)	(178.8)	(38.7)
Cash flow related to investment transactions	(28.9)	(83.6)	(114.6)
Cash flow related to financing	(4.2)	18.8	22.8
Effect of variation in exchange rates	11.4	(3.7)	0.8
Net change to cash position	**(21.8)**	**(85.4)**	**(129.7)**

Data regarding the 6-month period ended on September 30, 2015

Summary of the consolidated income statement

(in EUR million)	Sept 30, 2015* (unaudited)	Sept 30, 2015* (unaudited)
Sales	110.9	70.8

Gross margin	26.6	3.9
Current operating income	3.0	(25.3)
Operating income	(2.3)	(26.8)
Net income of abandoned activities*	**(23.9)**	**(46.1)**
Net income (Group share)	**(42.5)**	**(82.4)**
Total net income per share on diluted basis *Continuing operations* *Abandoned activities*	(0.18) *(0.08)* *(0.10)*	(0.43) *(0.19)* *(0.24)*

** Within the framework of the application of the "abandoned activities" IFRS 5 standard, the consolidated income statement has been restated regarding the Solar Energy business segment.*

Divisional Analysis

(in EUR million)	Sept 30, 2015* (unaudited)	Sept 30, 2015* (unaudited)
Sales:		
Electronics	108.9	68.8
Other activities	2.0	2.0
Total sales	110.9	70.8
Total operating income :		
Electronics	7.9	(20.7)
Others activities	(4.9)	(4.6)
Total current operating income	**3.0**	**(25.3)**

** Within the framework of the application of the "abandoned activities" IFRS 5 standard, the divisional analysis has been restated regarding the activities of the Solar Energy business segment classified as abandoned activities.*

Summary of the Balance Sheet

(in EUR million)	Sept 30, 2015* (unaudited)	March 31, 2015
Assets :		
Cash or cash equivalents	71.1	22.9
Current assets	86.1	97.1
Assets held for sale	-	69.4
Assets from abandoned activities	15.4	-
Fixed assets	207.5	204.1
Total assets	**380.0**	**393.5**
Shareholder equity and liabilities		
Trade payables	95.1	153.7
Liabilities held for sale	-	16.9
Liabilities from abandoned activities	44.8	-
Financial debts	217.3	173.0
Total consolidated equity	**22.8**	**50.0**
Total Shareholder equity and liabilities	**380.0**	**393.5**
Net financial position	**(146.2)**	**(150.1)**

** Within the framework of the application of the "abandoned activities" IFRS 5 standard, the consolidated income statement has been restated regarding the activities of the Solar Energy business segment classified as abandoned activities.*

Cash flow statement

(in EUR million)	Sept 30, 2015 (unaudited)*	March 31, 2015
Cash flow generated by business activities	1.1	24.6
Cash flow related to investment transactions	24.8	(15.0)
Cash flow related to financing	22.2	(13.3)

Effect of variation in exchange rates	0.0	2.8
Net change to cash position	**48.1**	**(0.8)**

** Within the framework of the application of the "abandoned activities" IFRS 5 standard, the cash flow statement been restated regarding the activities of the Solar Energy business segment classified as abandoned activities.*

Data relating to the 9 month period ending December 31, 2015

Activity during the 3rd quarter of FY2015-2016[2]

During the first nine months of FY2015-2016, consolidated revenues amounted to EUR 171.7 million, an increase of 49% (+27% at constant exchange rates), compared to EUR 115.4 million for the first nine months of FY2014-2015.

The revenues for the Electronics business for the 3rd quarter of FY2015-2016 is in line with the management's objective. As for the expected revenues for the Electronics business during the 4th quarter of FY2015-2016, the Group foresees a sequential growth of revenues for the Electronics business in excess of 10% compared to the third quarter (at constant exchange rates).

The other businesses (Lighting and Equipment) have recorded a 20% growth in revenues during the 3rd quarter of the FY2015-2016.

The sales of the Solar Energy business, reported as "abandoned activities", amount to almost EUR 12 million during the 3rd quarter of FY2015-2016.

As of December 31, 2015, the cash balance of the Company amounts to EUR 52 million, compared to EUR 71 million as of September 30, 2015. This development is in line with the Company's expectations.

B.8	**Selected key pro forma financial information**	Not applicable.
B.9	**Profit forecasts or estimates**	For FY2015-2016, the Company foresees for the Electronics business: (1) revenues slightly above 230 million euros, in-line with the forecast made for the publication of revenues for the third quarter (sequential growth in excess of 10% at constant exchange rates for the fourth quarter of FY2015-2016); and (2) an EBITDA margin (EBITDA/revenues) of around 15%. Also, the Company advises that, pending definitive results of depreciation tests that will be carried out at the closing of FY2015-2016, as for any financial year closing, it will not be able to update the expectation of a stability (at constant exchange rates) of the operating income of the Electronics business in the second semester in comparison with the first semester of FY2015-2016, as stated in its half-year financial report dated 20 November 2015. These forecasts are subject to a special report by the statutory auditors which is reproduced in Section 13.3 of the Update. They rest on the following main assumptions : - Consolidation perimeter and methods identical to those used by the Company to establish historical financial information; - Euro / Dollar exchange rate set at the average level observed over the first three quarters of FY2015-2016; - Update of sales forecasts on a client by client basis (in volume and price) for the last quarter of FY2015-2016; - Update of main parameters having an impact on the gross margin (silicon purchase price, yields); and

[2] Unaudited data published in the press release entitled "*Soitec reports Electronics sales for the third quarter of FY'16 up 6% at constant exchange rates on a sequential basis, in line with its expectations*" available on the Company's website (http://www.soitec.com/en/news/press-releases/article-1818/).

		- Update of fixed costs forecasts (staff costs, other operating expenses)
B.10	**Reservations regarding historical financial information**	Not applicable.
B.11	**Net working capital**	As of the date of the Prospectus, the Group's consolidated net working capital is not sufficient to meet its obligations and operating cash requirements over the next twelve months. Indeed, given the cash available within the Group as of December 31, 2015 (i.e. EUR 51 million), the repayment date at the end of May, 2016, of the financing granted by Bpifrance Participations, the *Commissariat à l'Énergie Atomique,* CEA Investissement and Shin Etsu Handotaï and with a principal balance of around EUR 50 million, and the levels of anticipated cash flows for the next twelve months, cash flows from operating activities would not be sufficient to allow the Company to have a working capital that would allow it to guarantee that it will be able to continue its activities over the next twelve months. The question of lack of funds will be raised from May 27, 2016. As of the date of the Prospectus, the amount of the working capital deficiency is estimated at EUR 50 million. Following the completion of the Reserved Capital Increases, the Company will have sufficient working capital to meet its obligations over 12 months. In addition, the Company certifies that, from its point of view, the completion of the proposed capital increases (which comprise the Reserved Capital Increases and the Rights Issue of a gross amount between EUR 130 million and EUR 180 million, including the issue premium, the final amount of which will be determined based on the financing needs of the Company after completion of the possible buy-back of all or part of the 2018 OCEANEs) will provide the consolidated net working capital required to meet its obligations and operating cash requirements during the twelve months following the date of the visa of the Prospectus. The Company is confident as to the completion of the proposed capital increases. If the conditions precedent are fulfilled (see detail in Element E.3), the Company believes that the Reserved Capital Increases may be completed as early as the Mixed General Meeting is first convened on April 11, 2016, and it is expected that the Rights Issue will be completed very shortly after the Reserved Capital Increases, and in any event before the end of May 2016. Nevertheless, without completion of the proposed capital increases, the situation and business continuity of the Company would be compromised.

Section C - Securities		
C.1	**Nature, class and identification number of the New Shares**	The New Shares will be ordinary new shares of the same class as the Company's existing shares (ISIN Code FR0004025062). They will carry dividend rights and grant the right, from their issuance, to any distributions decided by the Company from said date and will be admitted on the same quotation line as the existing shares.
C.2	**Currency of the securities issue**	Euro.
C.3	**Number of New Shares issued / Par value of the New Shares**	139,034,051 New Shares with a par value of EUR 0.10 each. Additional shares (issued in favor of CEA Investissement, as the case may be) representing up to 0.5% of the share capital following the completion of the Rights Issue (the "Second Tranche Issuance" provided for by the 9th resolution put forward at the Mixed General Meeting).

C.4	**Rights attached to the New Shares**	Under the current French legislation and the Company's by-laws, the main rights attached to the New Shares to be issued within the framework of the Reserved Capital Increases are the following: – right to dividends – right to participation in profits; – voting rights; – double voting rights granted to shares held for at least two years by the same shareholder, in accordance with Article L. 225-123 of the French Commercial Code (*Code de commerce*) and Article 22 of the Company's by-laws; – preferential subscription rights for securities of the same class; – right to participation in any surplus in the event of liquidation; – right to be informed.
C.5	**Restrictions on the free transferability of New Shares**	No statutory clause limits the free transferability of the shares making up the share capital of the Company. <u>Standstill</u> NSIG undertook to not increase its stake in the share capital and voting rights of the Company beyond 14.5% through acquisitions of existing shares during a period of three years, and as long as no other shareholder of the Company exceeds this threshold (or, in the case of CEA Investissement a threshold between 14.5% and 15%). NSIG will however be free to subscribe to any future capital increase of the Company. Upon the expiry of this three-year period, if NSIG were to exceed the abovementioned threshold of 14.5% over the two following years, it would lose its rights in terms of governance (the undertakings of the Company, and of the other Investors in terms of appointment of the NSIG representatives within the governance bodies shall become null and void).
C.6	**Application for admission to trading of New Shares**	The New Shares resulting from the Reserved Capital Increases, following their issuance scheduled for April 12, 2016, pursuant to the indicative timeline, shall be admitted to trading on compartment B of the regulated market of Euronext Paris, on the same quotation line as the existing Company shares (ISIN code FR0004025062) the next day or the day after.
C.7	**Dividend policy**	No dividend distribution for the financial years ended March 31, 2013, 2014, and 2015 has been performed. There are no plans to propose the distribution of dividends at the next meeting of shareholders.

Section D - Risks		
D.1	**Key risks that are specific to the issuer or its industry**	<u>Liquidity risk:</u> The main risk that is specific to the Group and to its industry is that relating to the business continuity. As of the date of the Prospectus, Soitec does not have a consolidated net working capital that is sufficient to meet its cash requirements and its repayment deadlines over the next twelve months. The failure to complete the contemplated capital increases may affect the continuity of the Group's operations. <u>Risks relating to the Company's business</u>:

		Operational risks – Operational risks that are specific to the Electronics Division, particularly risks relating to: (i) the sensitivity of results of the Electronics Division to the technological developments and the evolution of client demand, (ii) the cyclical nature of the semiconductor industry, inventory management, and (iii) the impact of the short-term evolution of demand on results; *Risks relating to the Group's withdrawal from the Solar Energy business segment* – Risk of compensation for the potential guarantees that may be granted by Soitec; – Risks relating to the mobilization of available resources in order to carry out the withdrawal in a timely manner; – Risks relating to the industrialization of a new generation of solar cells; *Industrial, regulatory or environmental risks* – Use of hazardous products; – Importance of research and development efforts for the Group. Legal risks: (i) competition and technological risks relating to the risk of the development of competing solutions that may call into question the relevance of Soitec's technology, (ii) industrial property, (iii) disputes. Litigation relating to industrial property rights remains a risk factor for Soitec. As was announced by the Group on December 9, 2015, an investigation was opened by the *U.S. International Trade Commission* on September 18, 2015 following a complaint by Silicon Genesis Corp. (SiGen). This investigation concerns the import-export to the United States by Soitec of silicon on isolant wafers. To date, the ITC has not ruled on the matter. Dependence risks with regard to third parties: (i) dependence on key clients and (ii) dependence on partners. Market risks: (i) interest rate risk, (ii) foreign exchange risk, (iii) credit risk, (iv) equity risk and (v) risks relating to the importance of off balance sheet commitments.
D.3	**Key risks that are specific to the New Shares**	The main risk factors relating to the Reserved Capital Increases are set out below: – the shareholders of the Company shall incur dilution as a result of the issuance of New Shares; – the market price of the shares could fluctuate and drop below the subscription price of the New Shares; – the volatility and liquidity of Company shares may fluctuate significantly; – sales of Company shares may take place on the market and may have an adverse effect on the market price of the share; – the proposed capital increases might not be completed.

Section E – Offer		
E.1	**Total amount of the proceeds from the issuance / Estimated total expenses linked to the issuance**	– Gross proceeds of the Reserved Capital Increases: EUR 76,468,728.05 (excluding the proceeds from the issuance of additional shares representing up to 0.5% of the share capital following the completion of the Rights Issue in favor of CEA Investissement); – Estimated expenses linked to the Reserved Capital Increases: approximately

		EUR 2,3 million.
E.2a	**Reasons for the offer / Use of proceeds of the issuance**	The contemplated capital increases fall are subject to the agreement between the Company and the three Investors, formalized through the signing of a Subscription Agreement and a shareholders' agreement, both on March 7, 2016. The aim of the contemplated capital increases is mainly to strengthen the balance sheet structure of Soitec while establishing a long-term strategic shareholder base aiming to foster the widespread adoption of FD-SOI technology and support its industrial deployment. Indeed, this operation will entitle the Company to strengthen its relationships with Bpifrance Participations, its largest shareholder, and CEA Investissement (a subsidiary of the *Commissariat de l'Energie Atomique*), its Research & Development long-standing partner. The entry of NSIG in the share capital, an industrial investment group specializing in the field of semi-conductors, will be a valuable asset for the success of the FD-SOI technology in China. The objective is also to strengthen the confidence of the Company's customers in its durability. The Reserved Capital Increases, combined with the Rights Issue, will allow to raise a total gross amount between EUR 130 million and EUR 180 million (including the issue premium), the final amount of which will be determined according to the financing needs of the Company following the potential buy-back by the Company of all or part of the 2018 OCEANEs. It is expected that the Company will enter into a guarantee agreement with one or several investment banks by virtue of which the bank(s) shall guarantee the investment beyond the Investors' subscription undertakings (43.5%) and up to 100% of the issuance, subject to the standard conditions precedent in such agreement. As a result, if achieved, the Rights Issue will be 100% completed. The funds raised are intended to finance the industrial capacity investments for the production of FD-SOI (approximately EUR 40 million), to repay the loans with a maturity date in May 2016 (approximately EUR 50 million) and strengthen Soitec's balance sheet (for an amount between EUR 40 million and EUR 90 million), in particular through potential redemptions of 2018 OCEANEs.
E.3	**Terms and conditions of the offer**	<u>Terms</u> Capital increases with no preferential subscription rights pursuant to the provisions of Article L. 225-138 of the French Commercial Code (*Code de commerce*) <u>Beneficiaries</u> – Bpifrance Participations would subscribe to 31,630,163 New Shares; – CEA Investissement would subscribe to 53,701,944 New Shares as well as, if applicable, the number of additional shares representing up to 0.5% of the share capital (the "Second Tranche Issue" provided for by the 9th resolution put forward at the Mixed General Meeting) following the completion of the Rights Issue; – NSIG would subscribe to 53,701,944 New Shares. <u>Subscription price</u> The subscription price of the new shares within the framework of the Reserved Capital Increases (the "**New Shares**") is of EUR 0.55 per share, with a par value per share of EUR 0.10 and a EUR 0.45 issue premium, representing a discount of 1.9% as of February 9, 2016 (last trading day prior to the announcement of the operation by the Company) and 9.7% as of March 17, 2016 compared to the volume average weighted prices over one month (that is EUR 0.56 on February 9, 2016 and EUR 0.61 as of March 17, 2016). As of March 17, 2016, the stock market price of the Soitec share is EUR 0.60.

		The Firm BM&A Advisory & Support, acting as independent expert appointed by the Board of Directors of the Company issued a report (not constituting a fairness opinion) concluding that the capital increases comply with the corporate interest of the Company. The conclusions of the independent expert are set out in full below: "*For introductory purposes, it should be recalled that without the Reserved Capital increase in the context of this operation and that proposed afterwards, with preferential subscription rights, the Company is not able to implement its business plan and ensure its ability to continue as a going concern. Actually, these two operations should not only allow to finance the necessary investments to complete the business plan which underlies part of our work, but also to meet the repayment deadlines of the financial debt of the Company whose next term is May 2016 for approximately EUR 53 M for loans, advances and moratoriums on debts obtained in connection with the conciliation protocol of April 30, 2015.* *In addition, beyond the strategic importance of mastering technologies developed by Soitec at a national level, the creation of a core of stable shareholders, including in particular the Chinese industrial investment platform NSIG, must begin to strengthen the confidence of partners and donors in the Company regarding its sustainability, and contribute to the distribution of its products and its industrial standards.* *Lastly it should be noted that during recent years, Soitec has recorded significant losses, even if they are largely due to currently abandoned activities, and has only been able to continue operating as a going concern by resorting to debt and benefitting from the financial support of its shareholders.* *The current share price, which evolves in a somewhat deteriorated market environment, does not imply value dilution for Soitec shareholders in terms of the proposed subscription price (EUR 0.55 per share).* *However, our work leads to a range of pre operation central values between €0.57 and €0.75 per share, therefore diluting the value of the existing share for Soitec shareholders between 1.6% and 10%.* *Based on the new opportunities offered by this transaction and the risks that threaten the company's business continuity if the transaction did not take place, we consider that this dilution is to be acceptable for the Shareholders of Soitec.* *As a result of our work, we consider that this reserved capital increase transaction lending to the issuance of 139 034 051 new Soitec shares with an issue price per share of €0.55 including premium, is consistent with the corporate interests of the Company, its employees and its shareholders.*" The Reserved Capital Increases will be followed by a Rights Issue of between EUR 53.5 million and 103.5 million, the final amount of which will be set for the financing needs of the Company after completion of the possible buy-back by the Company of all or part of 2018 OCEANEs. <u>Governance</u>: Under the terms of the shareholders agreement entered into on March 7, 2016, it is expected that the Board of Directors of the Company be initially composed of thirteen members on completion of the Reserved Capital Increases, of which (i) two members shall be proposed by each of the Investors (it being specified that Bpifrance Participations and CEA Investissement are already members of the Board of Directors and that Mr. Joël Karecki has been elected as member of the Board of Directors at the proposal of Bpifrance Participations), the Chief Executive Officer of the Company, Mr. Paul Boudre, a member proposed by Shin-Etsu Handotai, a member that is not related to the Investors (currently Mr. Doug Dunn), and four independent members (of which three new female directors). The appointment of the directors proposed by the Investors (in this case CEA Investissement and NSIG) will be effective as of the date of completion of the Reserved Capital Increases. The appointment of the three

		female independent directors will be effective as of the date of the Mixed General Meeting. The term of the duties of the newly appointed directors will be of four years and will end following the general meeting that will be convened to approve the financial statements of the financial year ended on March 31, 2020. The Company has undertaken to present the necessary resolutions to the annual general meeting which will be convened to approve the financial statements for the financial year ending March 31, 2021 in order for each of the Investors to have two representatives at the Board of directors and to be represented at the committees of the Board of directors, and the Investors have committed to vote in favor of said resolutions. Under the terms of the shareholders agreement, it is expected that a Sensitive Strategic Questions Committee be created to decide on any transfer plans (whether by sale, licensing or any other means) or any plan of joint-venture involving the Smart Cut ™ technology and to issue recommendations to the Board of Directors in this respect. It will be composed of independent directors and representatives of CEA Investissement and Bpifrance Participations. It is also expected that the internal rules for the Board of Directors and the Company's Code of good conduct will be revised, to provide in particular a strengthening of the list of decisions submitted to the Board of Directors for approval and the measures for the protection of technology and sensitive information of the Company. <u>Conditions precedent</u>: The completion of the proposed capital increases is subject to (i) a favorable vote by the Mixed General Meeting convened for April 11, 2016 on resolutions 1 to 12 respectively relating to the appointment of a director representing CEA Investissement, the appointment of two directors representing NSIG, the appointment of three female independent directors, the approval of the recapitalisation as a whole, a delegation of authority to perform the reserved capital increase in favor of Bpifrance Participations, a delegation of authority to perform a reserved capital increase in favor of CEA Investissement, a delegation of authority to perform a reserved capital increase in favor of NSIG, a delegation of authority to perform the Rights Issue, the amendment of the by-laws, and (ii) the obtaining by NSIG of the regulatory approvals in China. Failing that, the agreements between the Company and the Investors should terminate and the contemplated capital increases will not be completed. In the Subscription Agreement, NSIG has committed to make its best efforts to obtain the regulatory approvals in China as soon as possible before April 11, 2011, the date of the Mixed General Meeting (it being understood that applications for authorizations have already been made). The Board of Directors called to implement the Reserved Capital Increases, under the conditions described in the Prospectus, is expected to take place immediately after the Mixed General Meeting on April 11, 2016. <u>Indicative timeline of the completion of the Reserved Capital Increases</u> March 3, 2016 — Board of Directors of the Company approving, in particular, the contemplated capital increases, the signing of the Subscription Agreement and the shareholders' agreement and convening the Mixed General Meeting March 7, 2016 — Signing of the Subscription Agreement and the shareholders agreement Publication of the notice of the meeting in the French *Bulletin des Annonces Légales et Obligatoires* (BALO) March 18, 2016 — Visa of the AMF on the Prospectus relating to the Reserved Capital Increases

		<table><tr><td>March 21, 2016</td><td>Press release by the Company describing the main terms of the Reserved Capital Increases and the procedures by which the Prospectus will be made available Publication of the notice of the meeting in the French *Bulletin des Annonces Légales et Obligatoires* (BALO)</td></tr><tr><td>April 11, 2016</td><td>Holding of the Mixed General Meeting on first call, convened to decide, in particular, on the Reserved Capital Increases, the Rights Issue and the appointment of directors Press release stating the results of the vote of the Mixed General Meeting</td></tr><tr><td>April 11, 2016</td><td>Board of Directors of the Company deciding on the implementation of the delegations of authority relating to the Reserved Capital Increases.</td></tr><tr><td>April 12, 2016</td><td>Receipt of the subscription and settlement-delivery price of the New Shares Euronext notice relating to the admission of the New Shares to trading on Euronext Paris (for an admission that will be effective the next day or the day after) Press release by the Company announcing the completion of the Reserved Capital Increases.</td></tr><tr><td>April 13, 2016</td><td>Board of Directors deciding whether it is appropriate to launch a 2018 OCEANEs buy-back process Disclosure of the revenues of the 4th quarter of the financial year 2015/2016.</td></tr><tr><td>Mid/End of April, 2016</td><td>Board of directors to set the terms and conditions and to launch the Rights Issue, and decide on the implementation of the "Second Tranche Issue" reserved to CEA Investissement in accordance with the 9th resolution. AMF Visa on the Prospectus relating to the Rights Issue.</td></tr><tr><td>Mid May, 2016</td><td>Settlement-delivery of the Rights Issue.</td></tr><tr><td>June 2016</td><td>Publication of the annual results.</td></tr></table> The public shall be informed of any amendment of the indicative timeline above by means of a press release issued by the Company and published on its website (www.soitec.com).
E.4	**Interests that could have a significant impact on the issuance**	Bpifrance Participations owns, as of February 29, 2016, 22,071,781 shares representing 34,199,133 voting rights, i.e. 9.54% of the share capital and 13.04% of the voting rights of Soitec. Bpifrance Participations has granted the Company a shareholder loan with a total principal amount of EUR 15 million with a maturity date as of May 27, 2016 (of which the balance, as of the half-year closing on September 30, 2015, amounted to EUR 11.4 million) guaranteed by a security trust on the property assets of the Bernin site. CEA Investissement has granted the Company a loan of a total principal amount

<table>
<tr><td></td><td></td><td>of EUR 9 million with a maturity date as of May 27, 2016 (of which the balance, as of the half-year closing on September 30, 2015, amounted to EUR 6.9 million) guaranteed by a security trust on the property assets of the Bernin site.

Bpifrance Participations and CEA Investissement are members of the Board of Directors of the Company, respectively represented by Mr Thierry Sommelet and Mr Christophe Gégout. In addition, Mr Joël Karecki was elected as a member of the Board of Directors at the proposal of Bpifrance Participations.

See also the Section "Most significant recent trends affecting the issuer and its business sectors" of the Element B.4a.</td></tr>
<tr><td>E.5</td><td>Person or entity offering to sell shares</td><td>Not applicable.</td></tr>
<tr><td></td><td>Lock-up agreement</td><td>On March 7, 2016, the Company entered into a Subscription Agreement with the Investors relating to the contemplated capital increases which includes, inter alia, the following lock-up and standstill undertakings:

<u>Lock-up undertaking:</u>

Each of the Investors will undertake to not transfer any of the shares that it should come to hold within the share capital of the Company, for a duration to be agreed with the underwriting bank(s) for the Rights Issue and which may not exceed 180 days following the settlement-delivery of the Rights Issue.

<u>Standstill undertaking:</u>

NSIG undertook to not increase its stake in the share capital and the voting rights of the Company beyond 14.5% through acquisitions of existing shares during a period of three years, and as long as no other shareholder of the Company exceeds this threshold (or, in the case of CEA Investissement, a threshold between 14.5% and 15%). NSIG will however be free to subscribe to any future capital increase of the Company.

Upon the expiry of this three-year period, if NSIG were to exceed the abovementioned threshold of 14.5% over the two following years, it would lose its rights in terms of governance (the undertakings of the Company, and of the other Investors in terms of appointment of the NSIG representatives within the governance bodies shall become null and void).</td></tr>
<tr><td>E.6</td><td>Amount and percentage of immediate dilution resulting from the offer</td><td><u>Impact of the issuance of New Shares on the share of the equity capital</u>

For information purposes, the impact of the issuance of New Shares on the % of the Group consolidated equity capital per share (calculations performed based on the consolidated equity capital of the Group – as reflected in the consolidated financial statements as of September 30, 2015 – and the number of shares making up the share capital of the Company on February 29, 2016, after deducting treasury shares) would be as follows:

<table>
<tr><th></th><th colspan="2">% of the equity capital per share (in EUR)</th></tr>
<tr><th></th><th>Non-diluted basis</th><th>Diluted basis (1)</th></tr>
<tr><td>Prior to the issuance of New Shares</td><td>0.10</td><td>0.44</td></tr>
<tr><td>Following the issuance of the 139,034,051 New Shares</td><td>0.26</td><td>0.47</td></tr>
</table>

(1) In the event of the exercise of all (i) of the exercisable or non-exercisable stock options, (ii) of the right to the allocation of shares for all of the OCEANEs (with it being recalled that the Company is considering purchasing all or part of the OCEANEs) as well as in the event (iii) of the maturity of the vesting period of all of the free shares. As of the date of the Update to the Registration Document, 300,800 stock options are outstanding, as well as 39,996,350 OCEANEs convertible into 43,356, 043 shares and 224,000 free shares.</td></tr>
</table>

<table>
<tr>
<td></td>
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<td>
<u>Impact of the issuance of New Shares in terms of dilution</u>

For information purposes, the impact of the issuance of New Shares on the shareholding percentage of a shareholder holding 1% of the share capital of the Company prior to the issuance of New Shares (calculations performed based on the number of shares making up the capital of the Company on February 29, 2016) would be as follows:

<table>
<tr><th></th><th colspan="2">Shareholding of a shareholder (in %)</th></tr>
<tr><th></th><th>Non-diluted basis</th><th>Diluted basis(1)</th></tr>
<tr><td>Prior to the issuance of New Shares</td><td>1%</td><td>0.84%</td></tr>
<tr><td>Following the issuance of the 139,034,051 New Shares</td><td>0.62%</td><td>0.56%</td></tr>
</table>

(1) In the event of the exercise of all (i) of the exercisable or non-exercisable stock options, (ii) of the right to the allocation of shares for all of the OCEANEs (with it being recalled that the Company is considering purchasing all or part of the OCEANEs) as well as in the event (iii) of the maturity of the vesting period of all of the free shares. As of the date of the Update to the Registration Document, 300,800 stock options are outstanding, as well as 39,996,350 OCEANEs convertible into 43,356,043 shares and 224,000 free shares.
</td>
</tr>
<tr>
<td>E.7</td>
<td>Estimated expenses charged to the investor by the issuer</td>
<td>Not applicable.</td>
</tr>
</table>

TRENDS AND FORECASTS

The trends and forecasts below are included in Sections 12 and 13 of the Update.

A. Information on the trends

1. Turnover for the 3rd quarter and over 9 months of the 2015-2016 financial year

On January 20, 2016, Soitec announced the turnover of the Electronics business for the 3rd quarter of the 2015-2016 financial year, which rose 37% compared to the previous year, representing a 20% increase at constant exchange rates.

The consolidated turnover of the 9 first months of the 2015-2016 financial year amounts to EUR 171.7 million, representing a 49% increase compared to the 9 first months of the previous financial year (See press release of January, 20, 2016, and the information contained in Section 20.9 of the Update).

2. Target as regards FY2015-2016

For FY 2015-2016 and based on the assumptions set forth in paragraph B.1. below, the Company targets a rising current operating income for the Electronics business in the second semester in comparison with the first semester of FY2015-2016.

3. Targets and trends regarding for FY 2016-2017 and beyond

For FY2016-2017, for the Electronics business, the demand growth on products for radio-frequency applications (RF) and power should be robust and compensate the impact associated with the end of the lifecycle of PD-SOI products. If this is the case, the Company would target (at constant exchange rates) a single-digit revenue growth for the Electronics business from FY2015-2016 and an EBITDA margin of the Electronics business of the same order than in FY2015-2016 (please see paragraph B below for the forecasts of the Company relating to the turnover and the EBITDA margin rate of the Electronics business).

Also, in the longer run, Soitec intends to benefit from attractive perspectives associated with the adoption of FD-SOI on a large scale by the semiconductor industry, and targets to benefit from orders for the industrial production of 300mm FD-SOI wafers, it being understood that the Bernin II manufacturing site, which is currently underused, could, with investments estimated at approximately 40 million euros, produce more than 500,000 FD-SOI wafers annually (depending on the adoption of such technology). Furthermore, Soitec also targets to benefit from additional production capacity in 200mm wafers thanks to its subcontracting agreement with Simgui in China for production volumes that could reach approximately 150,000 wafers as soon as the end of FY-2017-2018, subject to the granting of clients qualifications that are currently ongoing (please see Section 20.9 of the Update). In case of the achievement of those targets, a significantly favourable impact on revenues and EBITDA margin at Group level could gradually be obtained starting in FY2017-2018.

B. Forecasts relating to the Electronics business for the 2015-2016 financial year

The statutory auditors of the Company have issued a report regarding the expected EBITDA margin rates compared to the turnover relating to the financial year ended on March 31, 2016 (see Section 13.3 of the Update).

1. Assumptions

These forecasts rest on the following main assumptions:

- Consolidation perimeter and methods identical to those used by the Company to establish historical financial information;

- Euro / Dollar exchange rate set at the average level observed over the first three quarters of FY2015-2016;

- Update of sales forecasts on a client by client basis (in volume and price) for the last quarter of FY2015-2016;

- Update of main parameters having an impact on the gross margin (silicon purchase price, yields); and

- Update of fixed costs forecasts (staff costs, other operating expenses)

2. Forecasts relating to the EBITDA margin rate of the Electronics business

For FY2015-2016 and based on the assumptions set forth above, the Company foresees for the Electronics business: (1) revenues slightly above 230 million euros, in-line with the forecast made for the publication of revenues for the third quarter (sequential growth in excess of 10% at constant exchange rates for the fourth quarter of FY2015-2016); and (2) an EBITDA margin (EBITDA/revenues) of around 15%.

Also, the Company advises that, pending definitive results of depreciation tests that will be carried out at the closing of FY2015-2016, as for any financial year closing, it will not be able to update the expectation of a stability (at constant exchange rates) of the operating income of the Electronics business in the second semester in comparison with the first semester of FY2015-2016, as stated in its half-year financial report dated 20 November 2015.